

Tom Schedler  
Secretary of State

State of  
Louisiana  
Secretary of  
State



**COMMERCIAL DIVISION**  
**225.925.4704**

Fax Numbers  
225.932.5317 (Admin. Services)  
225.932.5314 (Corporations)  
225.932.5318 (UCC)

Name	Type	City	Status
NMS, INC.	Business Corporation (Non-Louisiana)	WILMINGTON	Inactive

**Previous Names**

NATIONAL MARINE SERVICE INCORPORATED (Changed: 4/4/1991)  
LAKE TANKERS CORPORATION (Changed: 3/7/1958)

**Business:** NMS, INC.  
**Charter Number:** 15601850F  
**Registration Date:** 10/30/1936

**Domicile Address**  
1209 ORANGE STREET  
WILMINGTON, DE 19801

**Mailing Address**  
1515 POYDRAS STREET, SUITE 1500  
NEW ORLEANS, LA 70112

**Principal Business Office**  
1515 POYDRAS ST., SUITE 1500  
NEW ORLEANS, LA 70112

**Registered Office in Louisiana**  
8550 UNITED PLAZA BLVD.  
BATON ROUGE, LA 70809

**Principal Business Establishment in Louisiana**  
1515 POYDRAS ST., STE. 1500  
NEW ORLEANS, LA 70130

**Status**

**Status:** Inactive  
**Inactive Reason:** MERGED  
**Qualified:** 10/30/1936  
**Last Report Filed:** 9/11/1997  
**Type:** Business Corporation (Non-Louisiana)

**Registered Agent(s)**

<b>Agent:</b>	C T CORPORATION SYSTEM
<b>Address 1:</b>	5615 CORPORATE BLVD., STE. 400B
<b>City, State, Zip:</b>	BATON ROUGE, LA 70808
<b>Appointment Date:</b>	10/10/1990

Officer(s)

Additional Officers: Yes

**Officer:** D. WAGSTAFF, III  
**Title:** President, Director  
**Address 1:** 1515 POYDRAS ST., SUITE 1500  
**City, State, Zip:** NEW ORLEANS, LA 70112

**Officer:** S. J. RADATOVICH  
**Title:** Director, Secretary  
**Address 1:** 1515 POYDRAS ST., SUITE 1500  
**City, State, Zip:** NEW ORLEANS, LA 70112

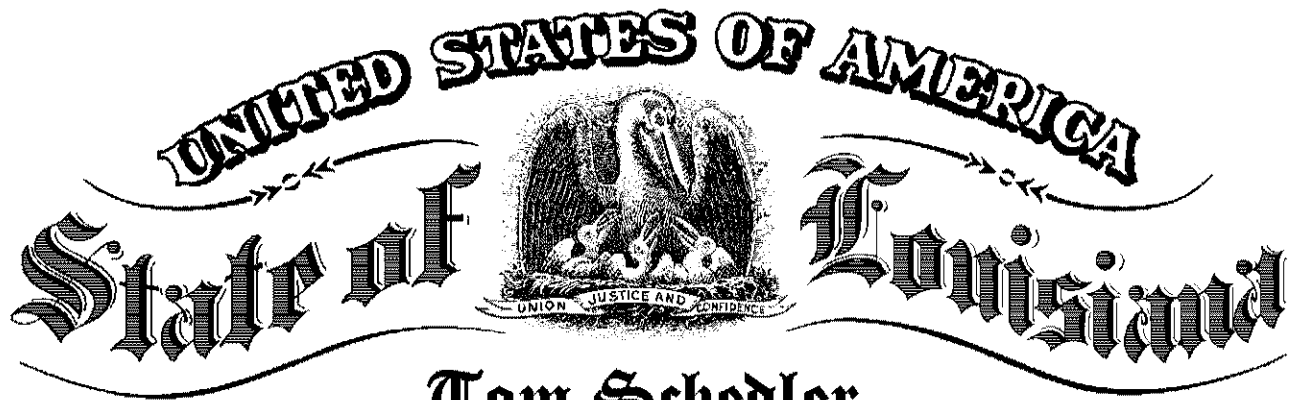
**Officer:** D. J. VERONA  
**Title:** Vice-President, Director  
**Address 1:** 1515 POYDRAS ST., STE. 1500  
**City, State, Zip:** NEW ORLEANS, LA 70112

Mergers (2)

Filed Date	Effective Date:	Type	Charter#	Chater Name	Role
10/8/1979	10/8/1979	MERGE	15601850F	NMS, INC.	SURVIVOR
11/4/1998	11/4/1998	MERGE	15601850F	NMS, INC.	NON-SURVIVOR

Amendments on File (15)

Description	Date
Name Change	3/7/1958
Amendment	11/10/1958
Amendment	11/15/1965
Restated Articles	2/28/1973
Stmt of Chg or Chg Prin Bus Off	7/29/1977
Merger	10/8/1979
Stmt of Chg or Chg Prin Bus Off	5/3/1982
Stmt of Chg or Chg Prin Bus Off	10/15/1984
Stmt of Chg or Chg Prin Bus Off	1/16/1986
Stmt of Chg or Chg Prin Bus Off	4/1/1986
Stmt of Chg or Chg Prin Bus Off	8/27/1990
Stmt of Chg or Chg Prin Bus Off	10/10/1990
Name Change	4/4/1991
Stmt of Chg or Chg Prin Bus Off	2/1/1993
Merger	11/4/1998



**Tom Schedler**  
 SECRETARY OF STATE

*As Secretary of State of the State of Louisiana I do hereby Certify that*  
 the attached document(s) of

**NMS, INC.**

are true and correct and are filed in the Louisiana Secretary of State's Office.

15601850F	FOREIGN CORP	ORIGF	10/30/1936	13 page(s)
24107760	FOREIGN CORP	NMCHG	3/7/1958	4 page(s)
24404770	FOREIGN CORP	AMEND	11/10/1958	5 page(s)
27207590	FOREIGN CORP	AMEND	11/15/1965	5 page(s)
30120930	FOREIGN CORP	RESTA	2/28/1973	13 page(s)
31912145	FOREIGN CORP	12308	7/29/1977	1 page(s)
32805280	FOREIGN CORP	MERGE	10/8/1979	3 page(s)
33819090	FOREIGN CORP	12308	5/3/1982	1 page(s)
34157542	FOREIGN CORP	12308	10/15/1984	1 page(s)
34195623	FOREIGN CORP	12308	1/16/1986	3 page(s)
34204332	FOREIGN CORP	12308	4/1/1986	1 page(s)
34362799	FOREIGN CORP	12308	8/27/1990	1 page(s)
34365553	FOREIGN CORP	12308	10/10/1990	1 page(s)
34377594	FOREIGN CORP	NMCHG	4/4/1991	2 page(s)
34425559	FOREIGN CORP	12308	2/1/1993	1 page(s)
34703870	FOREIGN CORP	MERGE	11/4/1998	1 page(s)
98611823	FOREIGN CORP	97 AR	9/11/1997	2 page(s)

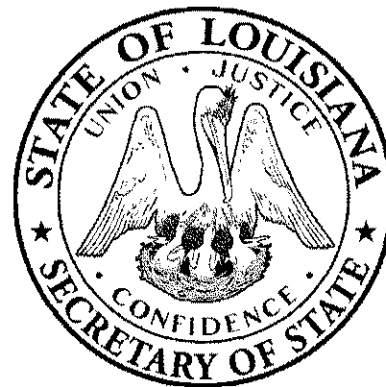
In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

May 12, 2015



*Secretary of State*

WEB 15601850F



Certificate ID: 10599332#VMJ62

To validate this certificate, visit the following web site, go to **Business Services, Search for Louisiana Business Filings, Validate a Certificate**, then follow the instructions displayed.  
**[www.sos.la.gov](http://www.sos.la.gov)**

EXTRACT FROM THE MINUTES OF A MEETING  
OF THE BOARD OF DIRECTORS OF LAKE  
TANKERS CORPORATION, A CORPORATION  
ORGANIZED UNDER THE LAWS OF DELAWARE,  
ADOPTED AT A MEETING OF THE BOARD OF  
DIRECTORS DULY AND LEGALLY HELD IN THE  
VILLAGE OF TARRYTOWN, COUNTY OF WEST-  
CHESTER, STATE OF NEW YORK, ON THE  
25TH DAY OF SEPTEMBER, 1936.

*W. T. Barker*  
*10/24/36*  
*E.K.*

\*RESOLVED that ROBERT L. FIELD having an  
office at Lake Tankers Corporation, c/o Shell  
Petroleum Corporation, 520 Canal Bank Building,  
New Orleans, Louisiana, is hereby designated as  
agent of this Corporation for the objects and  
purposes set forth in Acts Nos. 12 and 23 of the Third  
Extra Session of the Louisiana Legislature for  
the year 1934, and his aforesaid office is hereby  
designated as the office of said Corporation for  
all the objects and purposes of said act."

STATE OF NEW YORK     )  
COUNTY OF NEW YORK   : ss.:  
CITY OF NEW YORK     )

I, the undersigned, Secretary of LAKE TANKERS  
CORPORATION, a corporation organized under the laws of  
Delaware, do hereby certify that the above and foregoing  
is a true and correct extract from the minutes of a meeting  
of the Board of Directors of said corporation, duly and  
legally held in the Village of Tarrytown, County of West-  
chester, State of New York, on the 25th day of September,  
1936, at which a quorum was present, and that same stands  
in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand  
and the seal of said corporation in the City of New York,  
State of New York, this 20<sup>th</sup> day of October, 1936.

*W. T. Barker*  
Secretary of Lake Tankers Corporation.

**CERTIFICATE OF INCORPORATION**

**-of-**

**LAKE TANKERS CORPORATION**

**\* \* \* \* \***

**FIRST: The name of this corporation is LAKE TANKERS CORPORATION.**

**SECOND: The principal office and place of business of the corporation in the State of Delaware is located at No. 7 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of the resident agent of the corporation is Corporation Trust Company of America, No. 7 West Tenth Street, Wilmington, Delaware.**

**THIRD: The nature of the business and the objects and purposes to be transacted, promoted or carried on, are to do any or all of the things herein mentioned, as fully and to the same extent as natural persons might or could do and in any part of the world, viz:**

**To build, make, construct, repair, fit out, equip, let out on hire, hire, charter, trade in, purchase, sell, acquire, own, mortgage, pledge, hypothecate, operate, maintain, send on voyages and use in any way, oil tankers and other ships, vessels, and boats of any kind, together with all and any equipment and**

furnishing thereof, and any parts thereunto appertaining; and also all materials, articles, tools, machinery and appliances entering into, or suitable and convenient for, the construction, use and operation thereof.

To apply for and obtain from the Government of the United States of America, or from any other government, the registry, license or enrollment of such ships, vessels or boats of any and every name, nature and description as may be built, acquired, owned, chartered or operated by this corporation in and between the different ports of the United States of America and its colonies, dependencies or possessions, and in and between ports of or belonging to the United States and the ports of foreign countries, their colonies and dependencies, and in and between the ports of or belonging to foreign countries, or otherwise.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligation or liabilities, of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copy rights, trade-marks and trade names, relating to or useful

in connection with any business of this corporation.

To purchase, hold, guarantee, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by any other corporation or corporations organized under the laws of this State or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership.

To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, bills of exchange, warrants and other negotiable and transferable instruments.

To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

To purchase, hold, cancel, reissue, sell and transfer the shares of its own capital stock in such manner as may be permitted by the laws of the State of Delaware, provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell



convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories, Dependencies or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the act hereinafter referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

FOURTH: The total number of shares that may be issued by the corporation is two thousand five hundred (2,500) shares, and all of said shares are to be without par value. Said shares may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors thereof. The amount of capital with which the corporation shall commence business is ten (10) shares without par value.

FIFTH: The names and places of residence of each of the original subscribers to the capital stock and the number of shares of stock subscribed for by each are as follows:

<u>Name</u>	<u>Residence</u>	<u>No. of Shares</u>
SEWELL T. TYNO	80 Broadway, New York City.	4
A. M. LEWIS	80 Broadway, New York City.	3
JEROME A. FRANKS	80 Broadway, New York City	3

SIXTH: The corporation is to have perpetual existence.

SEVENTH: The private property of the stockholders and directors of the corporation shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: The business and affairs of the corporation shall be managed by the Board of Directors. The number of directors shall be such number not less than three (3) as shall be specified in the By-Laws, and such number may from time to time be increased, or decreased to not less than three (3), in such manner as may be prescribed in the By-Laws. The directors need not be stockholders, and they shall hold office until their successors are respectively elected and qualified. A majority of the directors shall constitute a quorum for the transaction of business unless the By-Laws shall provide that a different number shall constitute such quorum, and in no case shall such number be less than one-third of the total number of directors nor less than two (2) directors. The Board of Directors may, by resolution or resolutions adopted by a majority of the whole Board, designate one or more committees, each of which shall consist of two or more directors and, to the extent provided in said resolution or resolutions or in the By-Laws, shall have and may exercise the powers

of the Board of Directors in the management of the business and affairs of the corporation, including the power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws or as may be determined from time to time by resolutions adopted by the Board of Directors.

NINTH: In furtherance and not in limitation of the powers conferred by the Laws of the State of Delaware, the Board of Directors is expressly authorized:

To make, alter, amend and repeal the by-laws of the corporation, subject to the power of the holders of the stock of the corporation having voting power to alter or repeal by-laws made by the Board of Directors;

To declare and pay, subject to the restrictions contained in the laws of the State of Delaware and in this Certificate of Incorporation, dividends upon the shares of capital stock of the corporation either out of its annual net profits or out of its net assets in excess of its capital as determined pursuant to the provisions of said laws; provided, however, that if the capital of the corporation shall have been diminished by depreciation in the value of its property, or by losses, or otherwise,

to an amount less than the aggregate amount to which the holders of the issued and outstanding stock of all classes having a preference upon a distribution of assets would be entitled upon such distribution, the Board of Directors shall not, until such deficiency in capital assets shall have been repaired, declare and pay out of annual net profits any dividend upon the shares of capital stock of any class;

To set apart, out of any of the funds of the corporation available for dividends, a reserve or reserves for any proper purpose, and to abolish any reserve so set aside;

To determine from time to time whether and to what extent and at what times and places and under what conditions and regulations the accounts and books and documents of the corporation, or any of them, except the stock ledger, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any such account or book or document, except as conferred by the laws of the State of Delaware, unless and until authorized so to do by resolution of the stockholders or of the Board of Directors.

In addition to the powers and authorities herein or by statute expressly conferred upon them, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject, nevertheless, to the express provisions of the laws of the State of Delaware and of

this Certificate of Incorporation and of the By-Laws of the corporation.

**TENTH:** If the By-Laws so provide, the stockholders and the Board of Directors of the corporation shall have power to hold their meetings, to have an office or offices and to keep the books of the corporation, subject to the provisions of the laws of the State of Delaware, outside of said State at such places as may from time to time be designated by them.

In the absence of fraud no contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are peculiarly or otherwise interested in, or are directors or officers of, such other corporation; in the absence of fraud any director individually, or any firm of which any director may be a member, may be a party to, or may be peculiarly or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested..

Any contract, transaction or act of the corporation or of the directors which shall be ratified by a majority of a quorum of the stockholders having voting power at any annual meeting, or at any special meeting called for such purpose, shall so far as permitted by law and by this Certificate of Incorporation be as valid and as binding as though ratified by every stockholder of the corporation.

**ELEVENTH:** The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of an Act of the Legislature of the State of Delaware, entitled "An Act Providing a General Corporation Law" (approved March 10th, 1899) and the acts amendatory thereof and supplemental thereto, do make, record and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the numbers of shares of stock hereinbefore set forth, waiving the requirements of the statutes of the State of Delaware relating to notice of assessments on the stock hereby

STATE OF NEW YORK     )  
                              )SS.:  
COUNTY OF NEW YORK    )

BE IT REMEMBERED, that on this 27th day of July, 1927, before me, Francis S. Bensei, a notary public for the State and County aforesaid, duly commissioned and sworn and duly authorized by the laws of the State of New York to take acknowledgments of deeds, personally came SEWELL T. TYNG, A. M. LEWIS and JEROME A. Q. FRANKS, known to me personally to be such and known to me to be the persons described in and who signed and sealed the foregoing Certificate of Incorporation and they severally duly acknowledged said Certificate of Incorporation to be the act and deed of said signers respectively and that the facts therein stated are truly set forth.

Given under my hand and seal of office the day and year aforesaid.

FRANCIS S. BENSEL  
NOTARY PUBLIC  
BRONX COUNTY

Francis S. Bensei

NOTARY PUBLIC Bronx County  
Bronx County Clerk's No. 187  
Bronx County Register's No. 28064  
New York County Clerk's No. 1071  
New York Co. Register's No. 9766  
Kings County Clerk's No. 100  
Kings County Register's No. 9479  
Commission expires March 30, 1928



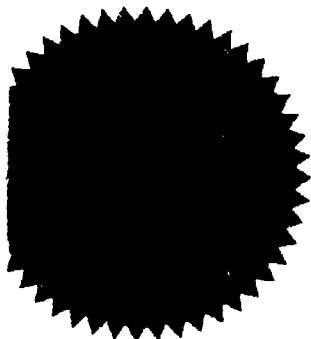
**Office of Secretary of State.**

*I, Charles H. Crantland, Secretary of State of the State of Delaware,*  
do hereby certify that the above and foregoing is a true and correct copy of  
certificate of Incorporation of the "LAKE TANKERS CORPORATION", as  
received and filed in this office the twenty-eighth day of July,  
A. D. 1927, at 1 o'clock P.M.

*In Testimony Whereof, I have hereunto set my hand  
and official seal, at Dover, this* third *day*  
*of* November *in the year of our Lord*  
*one thousand nine hundred and* thirty.

*Charles H. Crantland*

*Secretary of State.*





subscribed; and accordingly have hereunto set our respective hands  
and seals this 27th day of July A. D., 1927.

Samuel T. Tyns (L.S.)

A. E. Lewis (L.S.)

Jerome A. G. Franke (L.S.)

**CERTIFICATE OF AMENDMENT  
of the  
CERTIFICATE OF INCORPORATION  
of  
LAKE TANKERS CORPORATION  
changing its name to  
NATIONAL MARINE SERVICE INCORPORATED**

The undersigned, EDWARD K. BACHMAN and ALICE E. WAN WHY, the Vice President and the Secretary, respectively, of LAKE TANKERS CORPORATION, a corporation organized and existing under the laws of the State of Delaware, DO HEREBY CERTIFY:

**FIRST:** That the Certificate of Incorporation of Lake Tankers Corporation has been amended by changing Article First thereof which now reads as follows:

**FIRST:** The name of this Corporation  
is LAKE TANKERS CORPORATION.

to read as follows:

**FIRST:** The name of the Corporation  
is NATIONAL MARINE SERVICE INCORPORATED.

**SECOND:** That the Board of Directors of Lake Tankers Corporation at a meeting duly convened and held on December 2, 1957 adopted a resolution proposing and declaring advisable the foregoing amendment.

**THIRD:** That the foregoing amendment has been consented to by the holders of all of the issued and outstanding stock of Lake Tankers Corporation, entitled to vote, by a written consent given in accordance with the provisions of Section 228 of the General Corporation Law of Delaware.

**FOURTH:** That the foregoing amendment has been duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF,** this Certificate has been duly executed the 30th day of December, 1957.

Edward K. Bachman

Edward K. Bachman, Vice President  
of Lake Tankers Corporation

Alice E. Van Why

Alice E. Van Why, Secretary of  
Lake Tankers Corporation

LAKE TANKERS CORPORATION  
CORPORATE SEAL  
1927  
DELAWARE

STATE OF NEW YORK :  
: ss.:  
COUNTY OF NEW YORK :

BE IT REMEMBERED that on the 30<sup>th</sup> day of December, 1957, personally came before me Burtzell J. Kearns, a Notary Public, duly commissioned and sworn and duly authorized by the State of New York to take acknowledgments of deeds, EDWARD K. BACHMAN, the Vice President of LAKE TANKERS CORPORATION, a corporation of the State of Delaware, the corporation named in the foregoing Certificate, known to me personally to be such, and I having first made known to him the contents of said Certificate, he did acknowledge the said Certificate to be his act and deed, that the signatures of the Vice President and of the Secretary of said Corporation to said Certificate are in the handwriting of said Vice President and of the Secretary of said Corporation, respectively, that the seal thereto affixed is the common or corporate seal of said Corporation and that the facts therein stated are properly set forth.

Given under my hand and seal of office the day and year aforesaid.

Burtzell J. Kearns

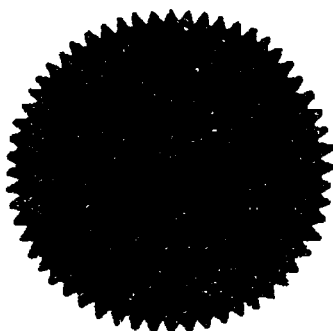
# State of Delaware



## Office of Secretary of State

I, John N. McDowell, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of Certificate of Incorporation of the "LAKE TANKERS CORPORATION", as received and filed in this office the second day of January, A.D. 1958, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this second day of January in the year of our Lord one thousand nine hundred and fifty-eight



John N. McDowell  
Secretary of State

W. R. Truitt

Atty. General

NATIONAL MARINE SERVICE INCORPORATED

Certificate of Amendment

of

Certificate of Incorporation

Pursuant to Section 242 of the General Corporation Law of the  
State of Delaware

NATIONAL MARINE SERVICE INCORPORATED

Certificate of Amendment

of

Certificate of Incorporation

Pursuant to Section 242 of the General Corporation  
Law of the State of Delaware

We, the undersigned, EDWARD K. BACHMAN and ALICE E. VAN WHY, Vice President and Secretary, respectively, of NATIONAL MARINE SERVICE INCORPORATED, a corporation organized and existing under the laws of the State of Delaware, DO HEREBY CERTIFY:

FIRST: That the Certificate of Incorporation of NATIONAL MARINE SERVICE INCORPORATED, as now constituted, has been amended by striking out all of Article FOURTH thereof, which now reads as follows:

"FOURTH: The total number of shares that may be issued by the corporation is two thousand five hundred (2,500) shares, and all of said shares are to be without par value. Said shares may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors thereof. The amount of capital with which the corporation shall commence business is ten (10) shares without par value."

and inserting in place thereof:

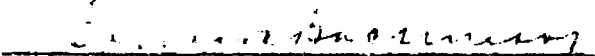
"FOURTH: The total number of shares of stock which the corporation shall have authority to issue is seven thousand five hundred (7,500) shares, all of which shall be shares of Common Stock, of the same class, without par value. The minimum amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000). When this amendment

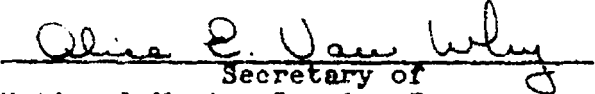
to Article FOURTH of the Certificate of Incorporation becomes effective in accordance with the General Corporation Law of the State of Delaware, (i) each issued share of Common Stock of the corporation without par value shall be changed into and shall thereupon become three (3) shares of Common Stock of the corporation without par value, and (ii) each holder of record of one (1) or more shares of Common Stock of the corporation at the close of business on the date said amendment becomes effective shall be entitled to receive a certificate or certificates for two (2) additional shares of Common Stock for each one (1) share of Common Stock then held of record by such holder."

SECOND: That the foregoing amendment has been duly adopted in accordance with the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

THIRD: That the capital of said NATIONAL MARINE SERVICE INCORPORATED will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, the undersigned said EDWARD K. HACHMAN and ALICE E. VAN WHY, have made this Certificate under the seal of said NATIONAL MARINE SERVICE INCORPORATED, and have signed the same as Vice President and Secretary, respectively, of said NATIONAL MARINE SERVICE INCORPORATED this 28th day of October, 1936.

  
\_\_\_\_\_  
Vice President of  
National Marine Service Incorporated

  
\_\_\_\_\_  
Secretary of  
National Marine Service Incorporated

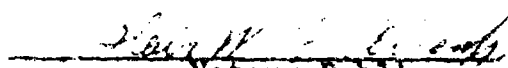
{ NATIONAL MARINE SERVICE INCORPORATED  
CORPORATE SEAL  
1927  
DELAWARE }



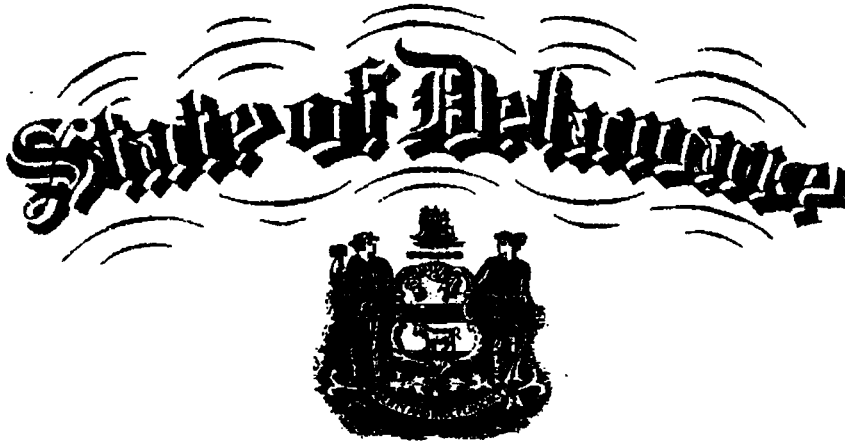
STATE OF NEW YORK     )  
                              :   SS.:  
COUNTY OF NEW YORK    )

BE IT REMEMBERED, that on this 28th day of October, 1958, personally came before me, Blair W. F. Allen, Jr., a Notary Public duly commissioned and sworn and duly authorized by the State of New York to take acknowledgments of deeds, EDWARD K. BACHMAN, the Vice President of NATIONAL MARINE SERVICE INCORPORATED, a corporation of the State of Delaware, the Corporation named in the foregoing Certificate of Amendment made pursuant to Section 242 of the General Corporation Law of the State of Delaware, known to me personally to be such, and I having first made known to him the contents of said Certificate, he did acknowledge the said Certificate to be his act and deed; that the signatures of the said Vice President and of the said Secretary of said Corporation to said Certificate are in the hand of the said Vice President and said Secretary of said Corporation, respectively; that the seal thereto affixed is the common or corporate seal of said Corporation and that the facts therein stated are properly set forth.

Given under my hand and seal of office the day and year aforesaid.

  
\_\_\_\_\_  
Notary Public  
State of New York  
My Comm. Expires 12-31-1959

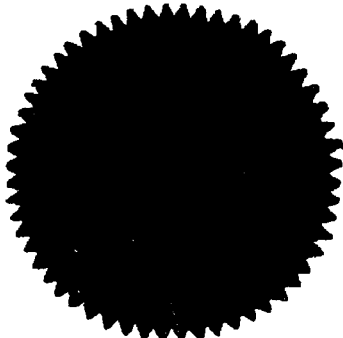
[BLAIR W. F. ALLEN, JR.]  
Notary Public  
State of New York



**Office of Secretary of State**

*I, George J. Schulz, Secretary of State of the State of Delaware,*  
*do hereby certify that the above and foregoing is a true and correct copy of*  
Certificate of Amendment of the "NATIONAL MARINE SERVICE INCORPORATED",  
as received and filed in this office the third day of November, A.D.  
1958, at 10 o'clock A.M.

*In Testimony Whereof, I have hereunto set my hand*  
*and official seal at Dover this* third *day*  
*of* November *in the year of our Lord*  
*one thousand nine hundred and* fifty-eight.



*George J. Schulz*  
\_\_\_\_\_  
Secretary of State

*M. D. Sommers*  
\_\_\_\_\_  
Asst. Secretary of State

NATIONAL MARINE SERVICE INCORPORATED

Certificate of Amendment

of

Certificate of Incorporation

Pursuant to Section 242 of the General Corporation  
Law of the State of Delaware

We, the undersigned, EDWARD K. BACHMAN and ALICE E. VAN WHY, Vice President and Secretary, respectively, of NATIONAL MARINE SERVICE INCORPORATED, a corporation organized and existing under the laws of the State of Delaware, DO HEREBY CERTIFY:

FIRST: That the Certificate of Incorporation of NATIONAL MARINE SERVICE INCORPORATED, as now constituted, has been amended by striking out all of Article FOURTH thereof, which now reads as follows:

"FOURTH: The total number of shares of stock which the corporation shall have authority to issue is seven thousand five hundred (7,500) shares, all of which shall be shares of Common Stock, of the same class, without par value. The minimum amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000). When this amendment to Article FOURTH of the Certificate of Incorporation becomes effective in accordance with the General Corporation Law of the State of Delaware, (1) each issued share of Common Stock of the Corporation without par value shall be changed into and shall thereupon become three (3) shares of Common Stock of the corporation without par value, and (11) each

holder of record of one (1) or more shares of Common Stock of the corporation at the close of business on the date said amendment becomes effective shall be entitled to receive a certificate or certificates for two (2) additional shares of Common Stock for each one (1) share of Common Stock then held of record by such holder."

and inserting in place thereof:

"FOURTH: The total number of shares of stock which the corporation shall have authority to issue is one hundred twenty-seven thousand five hundred (127,500) shares, all of which shall be shares of Common Stock, of the same class, without par value. The minimum amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000). When this amendment to Article FOURTH of the Certificate of Incorporation becomes effective in accordance with the General Corporation Law of the State of Delaware, (i) each issued share of Common Stock of the Corporation without par value shall be changed into and shall thereupon become fifteen (15) shares of Common Stock of the corporation without par value, and (ii) each holder of record of one (1) or more shares of Common Stock of the corporation at the close of business on the date said amendment becomes effective shall be entitled to receive a certificate or certificates for fourteen (14) additional shares of Common Stock for each one (1) share of Common Stock then held of record by such holder."

SECOND: That the foregoing amendment has been duly adopted in accordance with the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

THIRD: That the capital of said NATIONAL MARINE SERVICE

INCORPORATED will not be reduced under or by reason of  
said amendment.

IN WITNESS WHEREOF, the undersigned said EDWARD K.  
BACHMAN and ALICE E. VAN WHY, have made this Certificate under  
the seal of said NATIONAL MARINE SERVICE INCORPORATED, and  
have signed the same as Vice President and Secretary, respec-  
tively, of said NATIONAL MARINE SERVICE INCORPORATED this  
16th day of December, 1959.

Edward K. Bachman  
Vice President of  
National Marine Service Incorporated

Alice E. Van Why  
Secretary of  
National Marine Service Incorporated

NATIONAL MARINE SERVICE INCORPORATED  
CORPORATE SEAL  
DELAWARE - 1927

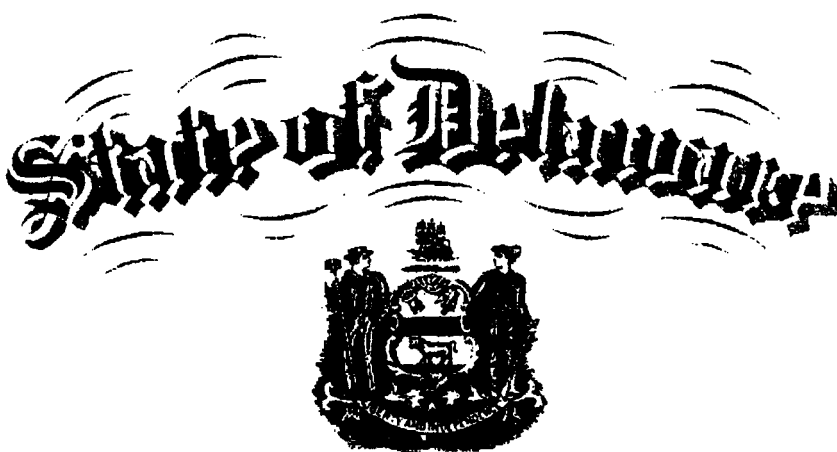
STATE OF NEW YORK     )  
                              :     SS.:  
COUNTY OF NEW YORK    )

BE IT REMEMBERED, that on this 16th day of December, 1959, personally came before me, Blair W. F. Allen, Jr., a Notary Public duly commissioned and sworn and duly authorized by the State of New York to take acknowledgments of deeds, EDWARD K. BACHMAN, the Vice President of NATIONAL MARINE SERVICE INCORPORATED, a corporation of the State of Delaware, the corporation named in the foregoing Certificate of Amendment made pursuant to Section 242 of the General Corporation Law of the State of Delaware, known to me personally to be such, and I having first made known to him the contents of said Certificate, he did acknowledge the said Certificate to be his act and deed; that the signatures of the said Vice President and of the said Secretary of said corporation to said Certificate are in the hand of the said Vice President and said Secretary of said corporation, respectively; that the seal thereto affixed is the common or corporate seal of said corporation and that the facts therein stated are properly set forth.

Given under my hand and seal of office the day and year aforesaid.

Blair W.F.Allen,Jr.  
Notary Public

BLAIR W.F.ALLEN,JR.  
Notary Public,State of New York  
No.30-0043675  
Qualified in Nassau County  
Certificate Filed in New York County  
Term Expires March 30, 1961



**Office of Secretary of State.**

*J. Elisha C. Dukes, Secretary of State of the State of Delaware,*  
do hereby certify that the above and foregoing is a true and correct copy of  
Certificate of Amendment of the "NATIONAL MARINE SERVICE INCORPORATED",  
as received and filed in this office the eighteenth day of December, A.D.  
1959, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this eight day  
of November in the year of our Lord  
one thousand nine hundred and sixty-five.



*Elisha C. Dukes*

Secretary of State

*J. Elisha C. Dukes*

Asst. Secretary of State

RESTATED CERTIFICATE OF INCORPORATION  
OF  
NATIONAL MARINE SERVICE INCORPORATED

NATIONAL MARINE SERVICE INCORPORATED, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is NATIONAL MARINE SERVICE INCORPORATED and the name under which the corporation was originally incorporated is Lake Tankers Corporation. The date of filing its original Certificate of Incorporation with the Secretary of State was July 28, 1927.

2. This Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of this corporation by changing the address of the corporation's registered office in the State of Delaware and the name of the registered agent at such address, increasing its authorized capital stock by changing the number of shares, imposing restrictions on the issuance and registration of transfer of shares of Common Stock of the corporation, eliminating pre-emptive rights, omitting a provision of the original Certificate of Incorporation which named the incorporators and changing the numbers of the Articles following the Article deleted.

3. The text of the Certificate of Incorporation as amended or supplemented heretofore is further amended hereby to read as herein set forth in full:



FIRST: The name of this corporation is NATIONAL MARINE SERVICE INCORPORATED.

SECOND: The registered agent of the corporation in the State of Delaware is located at 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of the registered agent of the corporation is The Corporation Trust Company, 100 West Tenth Street, Wilmington, Delaware.

THIRD: The nature of the business and the objects and purposes to be transacted, promoted or carried on, are to do any or all of the things herein mentioned, as fully and to the same extent as natural persons might or could do and in any part of the world, viz.;

To build, make, construct, repair, fit out, equip, let out on hire, hire, charter, trade in, purchase, sell, acquire, own, mortgage, pledge, hypothecate, operate, maintain, send on voyages and use in any way, oil tankers and other ships, vessels, and boats of any kind, together with all and any equipment and furnishing thereof, and any parts thereunto appertaining; and also all materials, articles, tools, machinery and appliances entering into, or suitable and convenient for, the construction, use and operation thereof.

To apply for and obtain from the Government of the United States of America, or from any other government, the

registry, license or enrollment of such ships, vessels or boats of any and every name, nature and description as may be built, acquired, owned, chartered or operated by this corporation in and between the different ports of the United States of America and its colonies, dependencies or possessions, and in and between ports of or belonging to the United States and the ports of foreign countries, their colonies and dependencies, and in and between the ports of or belonging to foreign countries, or otherwise.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligation or liabilities, of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copy rights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To purchase, hold, guarantee, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidence of indebtedness

created by any other corporation or corporations organized under the laws of this State or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership.

To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, bills of exchange, warrants and other negotiable and transferable instruments.

To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

To purchase, hold, cancel, reissue, sell and transfer the shares of its own capital stock in such manner as may be permitted by the laws of the State of Delaware, provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts,

Territories, Dependencies or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or country.

In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the act hereinafter referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is Three Hundred Fifty Thousand (350,000) shares, all of which shall be shares of Common Stock, of the same class, without par value. Shares of Common Stock of the corporation may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors thereof but no share of Common Stock of the corporation shall be issued by the corporation, or transferred on its books, to any person who is an individual unless at the time of such issuance or transfer such individual is a citizen of the United States by birth or naturalization or to any

person which is a corporation, partnership or association unless at the time of such issuance or transfer seventy-five per centum of the interest in such corporation, partnership or association is owned by citizens of the United States within the meaning of the Shipping Act, 1916, as amended, and, in the case of a corporation, unless its president or other chief executive officer and the chairman of its board of directors are citizens of the United States and unless no more of its board of directors than a minority of the number necessary to constitute a quorum are non-citizens and the corporation itself is organized under the laws of the United States or of a State, Territory, District or possession thereof. The corporation shall be entitled to rely upon a certification by the person to whom shares of Common Stock of the corporation are to be issued, or transferred on its books, that the person complies with the foregoing requirements. Every certificate issued to represent a share of Common Stock of the corporation shall bear a conspicuous legend referring to the foregoing restrictions on the issuance and registration of transfer thereof. No stockholder shall have any pre-emptive right to subscribe to or to acquire from the corporation any shares of its stock.

**FIFTH:** The corporation is to have perpetual existence.

**SIXTH:** The private property of the stockholders and directors of the corporation shall not be subject to the payment

of corporate debts to any extent whatever.

SEVENTH: The business and affairs of the corporation shall be managed by the Board of Directors. The number of directors shall be such number not less than three (3) as shall be specified in the By-Laws, and such number may from time to time be increased, or decreased to not less than three (3), in such manner as may be prescribed in the By-Laws. The directors need not be stockholders, and they shall hold office until their successors are respectively elected and qualified. A majority of the directors shall constitute a quorum for the transaction of business unless the By-Laws shall provide that a different number shall constitute such quorum, and in no case shall such number be less than one third of the total number of directors nor less than two (2) directors. The Board of Directors may, by resolution or resolutions adopted by a majority of the whole Board, designate one or more committees, each of which shall consist of two (2) or more directors and, to the extent provided in said resolution or resolutions or in the By-Laws, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, including the power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the By-Laws or as may be determined from time to time by resolutions adopted by the Board of Directors.

EIGHTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized:

To make, alter, amend and repeal the By-Laws of the corporation, subject to the power of the holders of the stock of the corporation having voting power to alter or repeal by-laws made by the Board of Directors;

To declare and pay, subject to the restrictions contained in the laws of the State of Delaware and in this Restated Certificate of Incorporation, dividends upon the shares of capital stock of the corporation either out of its annual net profits or out of its net assets in excess of its capital as determined pursuant to the provisions of said laws; provided, however, that if the capital of the corporation shall have been diminished by depreciation in the value of its property, or by losses, or otherwise, to an amount less than the aggregate amount to which the holders of the issued and outstanding stock of all classes having a preference upon a distribution of assets would be entitled upon such distribution, the Board of Directors shall not, until such deficiency in capital assets shall have been repaired, declare and pay out of annual net profits any dividend upon the shares of capital stock of any class;

To set apart, out of any of the funds of the corporation available for dividends, a reserve or reserves for any proper

purpose, and to abolish any reserve so set aside:

To determine from time to time whether and to what extent and at what times and places and under what conditions and regulations the accounts and books and documents of the corporation, or any of them, except the stock ledger, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any such account or book or document, except as conferred by the laws of the State of Delaware, unless and until authorized so to do by resolution of the stockholders or of the Board of Directors.

In addition to the powers and authorities herein or by statute expressly conferred upon them, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject, nevertheless, to the express provisions of the laws of the State of Delaware and of this Restated Certificate of Incorporation and of the By-Laws of the corporation.

NINTH: If the By-Laws so provide, the stockholders and the Board of Directors of the corporation shall have power to hold their meetings, to have an office or offices and to keep the books of the corporation, subject to the provisions of the laws of the State of Delaware, outside of said State at such places as may from time to time be designated by them.



In the absence of fraud no contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; in the absence of fraud any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

Any contract, transaction or act of the corporation or of the directors which shall be ratified by a majority of a quorum of the stockholders having voting power at any annual meeting, or at any special meeting called for such purpose, shall so far as permitted by law and by this Restated Certificate of Incorporation be as valid and as binding as though ratified by every stockholder of the corporation.

TENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

4. This Restated Certificate of Incorporation was duly adopted by vote of the stockholders in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware.

5. That the capital of said corporation will not be reduced under or by reason of any amendment in this Restated Certificate of Incorporation.

IN WITNESS WHEREOF, said NATIONAL MARINE SERVICE INCORPORATED has caused its corporate seal to be hereunto affixed and this Restated Certificate of Incorporation to be signed by DAVID A. WRIGHT, its President, and attested by THOMAS P. GREENE, its Secretary, this 30 day of January, 1973.

NATIONAL MARINE SERVICE  
Incorporated

By *David A. Wright*  
President

ATTEST:

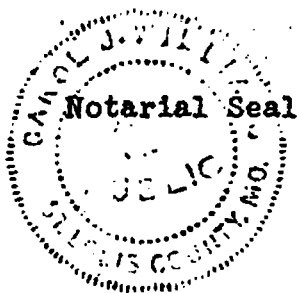
*Thomas P. Greene*  
Secretary

Corporate Seal

STATE OF MISSOURI    )  
                          ) ss.:  
CITY OF ST. LOUIS    )

BE IT REMEMBERED that on this *31<sup>st</sup>* day of *January*, 1973, personally came before me, a Notary Public in and for the City and State aforesaid, DAVID A. WRIGHT, President of NATIONAL MARINE SERVICE INCORPORATED, a corporation of the State of Delaware, and he duly executed the foregoing Restated Certificate of Incorporation before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation and the facts stated therein are true; and that the seal affixed to said certificate and attested by the Secretary of said corporation is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.



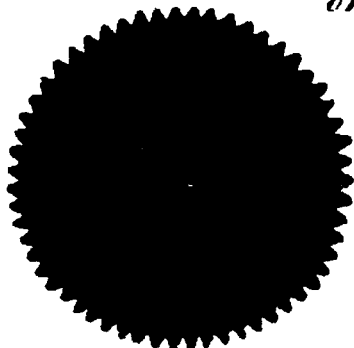
*Carol Williams*  
Notary Public



**Office of Secretary of State**

*I, Robert H. Reed, Secretary of State of the State of Delaware,*  
**do hereby certify** *that the above and foregoing is a true and correct copy of*  
Restated Certificate of Incorporation of the "NATIONAL MARINE SERVICE INCORPORATED",  
as received and filed in this office the thirteenth day of February, A.D. 1973,  
at 10 o'clock A.M.

**In Testimony Whereof,** *I have hereunto set my hand*  
*and official seal at Dover this* \_\_\_\_\_ *twentieth* *day*  
*of* \_\_\_\_\_ **February** *in the year of our Lord*  
*one thousand nine hundred and* \_\_\_\_\_ **seventy-three.**



*Robert H. Reed*

Secretary of State

*M. B. Bode*

Ass't Secretary of State

National Marine Service Incorporated  
Name of Corporation

Carroll Corporation 1300 Hubbard Parkway Parkville, Missouri 64469-0000 501002  
Registered Office

c/o National Marine Service, Incorporated  
Successor Registered Agent

**Principal business establishment in the State of Louisiana:**

Street 1505 River Road City Norco State Louisiana 70079

Thomas P. Sweeney  
President or Vice-President

State of Missouri

Printed at County St. Louis

On this 26th day of July, 1977, personally  
appeared before me Thomas P. Greene, who, being by me  
first duly sworn, declared that he is the Vice President, of  
National Marine Service Incorporated, that he executed the  
foregoing document as Vice President, of the corporation,  
and that the statements therein contained are true.

Carol Williams  
Deputy Public

My Commission Expires 3/6/00

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ASPHALT BARGE CORPORATION

(A Delaware Corporation)

INTO

NATIONAL MARINE SERVICE INCORPORATED

(A Delaware Corporation)

---

NATIONAL MARINE SERVICE INCORPORATED, a Delaware corporation, (hereinafter "this Corporation") desiring to merge into it ASPHALT BARGE CORPORATION, a Delaware corporation, pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 28th day of July, 1927, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns one hundred percent (100%) of the outstanding shares of the stock of ASPHALT BARGE CORPORATION, a corporation incorporated on the 15th day of December, 1941, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 16th day of April, 1979, determined to and did merge into itself said ASPHALT BARGE CORPORATION:

RESOLVED, That NATIONAL MARINE SERVICE INCORPORATED merge, and it does hereby merge into itself ASPHALT BARGE CORPORATION and hereby assumes all of its liabilities and obligations; and

FURTHER RESOLVED, That the proper officers of this Corporation be and they hereby are authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these Resolutions to merge ASPHALT BARGE CORPORATION and to assume its liabilities and assets, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware and a certified copy recorded in the office of the Recorder of Deeds of New Castle County, Delaware, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger; and

FURTHER RESOLVED, That the merger shall be effective upon the date of filing with the Secretary of State of Delaware.

IN WITNESS WHEREOF, said NATIONAL MARINE SERVICE INCORPORATED has caused this certificate to be signed by D. A. Wright its President and attested by T. K. Babington, its Secretary, this 7th day of September, 1979.

NATIONAL MARINE SERVICE  
INCORPORATED

By *David A. Wright*  
President

By *T. K. Babington*  
Secretary



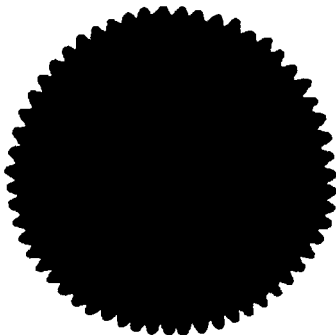


# State of DELAWARE

Office of SECRETARY OF STATE

*I, Glenn C. Kenton Secretary of State of the State of Delaware,*  
*do hereby certify that the above and foregoing is a true and correct copy of*  
Certificate of Ownership of the "NATIONAL MARINE SERVICE INCORPORATED", merging  
"ASPHALT BARGE CORPORATION", pursuant to Section 253 of the General Corporation Law  
of the State of Delaware, as received and filed in this office the twenty-sixth day of  
September, A.D. 1979, at 8:30 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*  
*and official seal at Dover this* third *day*  
*of* October *in the year of our Lord*  
*one thousand nine hundred and* seventy-nine.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State



Prepared and Furnished by  
James H. "Jim" Brown  
Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE, OR REGISTERED AGENT IN LOUISIANA** (If only the address of the registered office or business office of the registered agent is changed, the statement need only be executed by the registered agent.)

NATIONAL MARINE SERVICE INCORPORATED

Name of Corporation

124 Bayou Road - Belle Chasse, Louisiana 70037

La. Registered Office (Municipal Address Must Be Given)

Mr. Glen H. Fornell - c/o National Marine Service Incorporated

New Registered Agent

124 Bayou Road - Belle Chasse, Louisiana 70037

Agent's Address (Must Be Identical To La. Registered Office)

Principal business establishment in the State of Louisiana:

Street 124 Bayou Road, City Belle Chasse, Parish Plaquemines, State Louisiana

Thomas P. Greene  
President or Vice-President

State of MISSOURI

Parish or County ST. LOUIS

On this 29th day of April, 19 82, personally  
appeared before me Thomas P. Greene, who, being by me  
first duly sworn, declared that he is the Vice President, of  
National Marine Service Incorporated, that he executed the  
foregoing document as Vice President, of the corporation,  
and that the statements therein contained are true.

Carol J. Williams  
Notary Public

Prepared and Furnished by  
James H. "Jim" Brown  
Secretary of State

410  
Fee for Filing

STATEMENT OF CHANGE OF REGISTERED OFFICE, OR REGISTERED AGENT IN LOUISIANA (If only the address of the registered office or business office of the registered agent is changed, the statement need only be executed by the registered agent.)

NATIONAL MARINE SERVICE INCORPORATED

Name of Corporation

124 Bayou Road - Belle Chase, Louisiana 70037

La. Registered Office (Municipal Address Must Be Given)

Mr. Lenny P. Dantin - c/o National Marine Service Incorporated

New Registered Agent

124 Bayou Road - Belle Chase, Louisiana 70037

Agent's Address (Must Be Identical To La. Registered Office)

Principal business establishment in the State of Louisiana:

Street 124 Bayou Road, City Belle Chase, Parish Plaquemines, State LA

D. E. E. Ellington  
Vice President

State of Missouri

Parish or County St. Louis

On this eighth day of October, 19 84, personally  
appeared before me Donald E. Ellington, who, being by me  
first duly sworn, declared that he is the Vice President of  
National Marine Service Incorporated, that he executed the  
 foregoing document as Vice President of the corporation,  
and that the statements therein contained are true.

Carol J. Williams  
Notary Public  
CAROL J. WILLIAMS  
NOTARY PUBLIC  
MISSOURI  
ST. LOUIS COUNTY

Prepared and Furnished by  
James H. "Jim" Brown  
Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE, OR REGISTERED AGENT IN LOUISIANA** (if only the address of the registered office or business office of the registered agent is changed, the statement need only be executed by the registered agent)

NATIONAL MARINE SERVICE INCORPORATED

Name of Corporation

Texaco Center, 400 Poydras Street, New Orleans, LA 70130

La. Registered Office (Municipal Address Must Be Given)

C T Corporation System

New Registered Agent

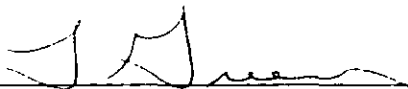
Texaco Center, 400 Poydras St., New Orleans, LA 70130

Agent's Address (Must Be Identical To La. Registered Office)

Principal business establishment in the State of Louisiana:

Street 3201 General DeGaulle Dr. City New Orleans, Parish Orleans, State Louisiana

70114

  
\_\_\_\_\_  
President or Vice President

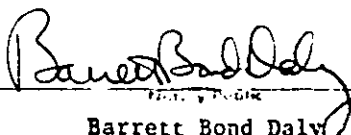
Thomas D. Greenberg  
Vice President

State of Louisiana

Parish or County Orleans

On this 10th day of January, 19 86, personally  
appeared before me Thomas D. Greenberg, who, being by me  
first duly sworn, declared that he is the Vice President of  
NATIONAL MARINE SERVICE INCORPORATED, that he executed the  
foregoing document as Vice President of the corporation,  
and that the statements therein contained are true.

**BARRETT BOND DALY**  
NOTARY PUBLIC  
STATE OF LOUISIANA  
MY COMMISSION IS FOR LIFE

  
\_\_\_\_\_  
Barrett Bond Daly

My Commission is issued for life.



341. 05124

**NATIONAL MARINE SERVICE**  
INCORPORATED  
ESTABLISHED 1927

One of the NICOR basic energy companies

1750 BRENTWOOD BOULEVARD  
ST. LOUIS, MISSOURI 63144  
AREA 314 968-2700  
TELECOPIER (314) 968-8726  
TWX 910-760-1652  
NATMARINE STL

REGISTERED AGENT AND REGISTERED OFFICE

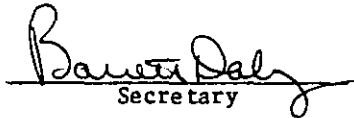
RESOLVED: That the Registered Agent and Registered Office of this Corporation in the State of Louisiana be changed by the designation of C T Corporation System, Texaco Center, 400 Poydras Street, New Orleans, Louisiana 70130, as successor Registered Agent, and 400 Poydras Street, New Orleans, Louisiana 70130, as successor Registered Office.

FURTHER RESOLVED; That the President, any Executive Vice President, any Vice President, and Secretary, any one of them, be and is hereby authorized and empowered on behalf of this corporation to execute any and all such documents, instruments, or certificates as may be required in accordance with the Louisiana Business Corporation Law in order to effect the change of the Registered Agent and Registered Office of this corporation.

I, Barrett B. Daly, Secretary of National Marine Service Incorporated, a Delaware corporation, having in my custody and possession the corporate records and seal of the Company, do hereby certify that the foregoing is a

true and correct copy of resolutions duly adopted by the Board of Directors of the Company by unanimous written consent in accordance with the By-Laws of the Company on November 22, 1985, and that such resolutions have not been amended or rescinded.

WITNESS my hand and the corporate seal of the Company this 10th day of January, 1986.

  
Secretary

342 104332

**NOTICE OF NEW ADDRESS OF REGISTERED  
AGENT FOR SERVICE OF PROCESS**

TO: The Secretary of State for the State of Louisiana

Notice is hereby given pursuant to La. R.S. Title 12, § § 104 and 308 of the new address of C T Corporation System's office in the State of Louisiana where process may be served for the Corporations represented by C T Corporation System, as shown on the records of the Secretary of State.

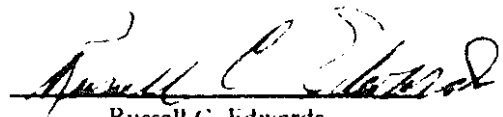
The Agent for Service of Process, C T Corporation System, was formerly located at 400 Poydras Street, New Orleans, Louisiana 70130. The new address for the subject Agent for Service of Process, C T Corporation System, is 601 Poydras Street, New Orleans, Louisiana 70130.

Notice is also given pursuant to La. R.S. Title 12, § § 104 and 308 that the registered office of each corporation shown on the records of the Secretary of State to be represented by C T Corporation System and designating 400 Poydras Street, New Orleans, Louisiana 70130, is changed to 601 Poydras Street, New Orleans, Louisiana 70130.

All such corporations may now be served at the new address of the Agent for Service of Process as set forth above, as of April 1, 1986.

I, Russell C. Edwards, Assistant Vice-President of the aforesaid corporation, hereby declare the contents of this Notice true to the best of my knowledge and belief, as of this 27<sup>th</sup> day of March, 1986.

C T CORPORATION SYSTEM

  
Russell C. Edwards  
Assistant Vice-President

RESIGNATION OF AGENT UPON WHOM PROCESS MAY BE SERVED

Secretary of State  
P. O. Box 44125  
Baton Rouge, Louisiana 70804

Gentlemen:

Please take notice that the undersigned hereby resigns as agent upon whom  
process may be served in LOUISIANA for NATIONAL  
MARINE SERVICE INCORPORATED a corporation organized  
under the laws of the state of DELAWARE.

IN WITNESS WHEREOF, the undersigned corporation has caused this notice to be  
executed in its name by its ASSISTANT SECRETARY, this 17th day  
of August, 19 90.

C T CORPORATION SYSTEM  
(AGENT)

  
ASSISTANT SECRETARY

Prepared and Furnished by  
Secretary of State

**STATEMENT OF CHANGE BY FOREIGN CORPORATION OF REGISTERED OFFICE, OR REGISTERED AGENT IN LOUISIANA (If only the address of the registered office or business office of the registered agent is changed, the statement need only be executed by the registered agent.)**

National Marine Service Incorporated

Name of Corporation

601 Poydras Street, New Orleans, Louisiana 70130

La. Registered Office (Municipal Address Must Be Given)

C T CORPORATION SYSTEM

New Registered Agent

601 Poydras Street, New Orleans, Louisiana 70130

Agent's Address (Must Be Identical To La. Registered Office)

If the registered agent is changed, the new agent(s) must sign below before a notary public as required by Act 769 of 1987.

I hereby accept the appointment of registered agent.

New registered agent(s):

C T CORPORATION SYSTEM

By

*David J. Minesky*  
David J. Minesky  
Asst. Secretary

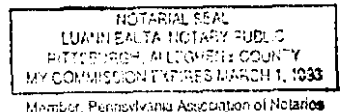
Sworn to and subscribed before me,  
this 5 day of October, 1990

*Juann Balta*

Notary Public

Principal business establishment in the State of Louisiana:

Street 601 Poydras St, City New Orleans, Parish , State LA



*H. James McKnight*

Executive Vice-President

H. James McKnight

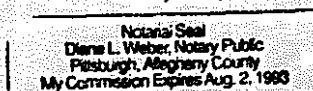
State of Penna

Parish or County Allegheny

On this 24th day of September, 1990, personally appeared before me *H. James McKnight*, who, being by me first duly sworn, declared that he is the *Vice President* of *National Marine Service Incorporated*, that he executed the foregoing document as *Vice President*, of the corporation, and that the statements therein contained are true.

*Diane L. Weber*

Notary Public





This form prepared and furnished by  
James H. "Jim" Brown  
Secretary of State

STATE OF LOUISIANA  
APPLICATION FORM FOR CERTIFICATE OF AUTHORITY  
(May Also be Used for Amended Application)  
P.O. Box 94125, Baton Rouge, La. 70804-9125  
(504) 925-4704

Fee for Filing \$50.00

Current Name: NMS, Inc.

Previous Name: National Marine Service Incorporated

(USE ONLY FOR AMENDED APPLICATION CHANGING THE CORPORATE NAME)

a corporation organized under the laws of the State of Delaware

with principal office within state of organization (Domicile) at 1209 Orange Street

(Street)

Wilmington

(City)

State of

Delaware

and having its principal office (wherever located) outside of State of organization at Three PPG Place, Suite 300

(Street)

Pittsburgh

(City)

State of

Pennsylvania

15222

, doing business, or

being about to do business in the State of Louisiana in conformity with the laws thereof, does, pursuant to the laws of said State, hereby

make that its written declaration that the registered office of the corporation in Louisiana is located at 601 Poydras Street,

New Orleans, Louisiana 70130

(Street and City)

and its registered agent(s) in Louisiana

C T CORPORATION SYSTEM

601 Poydras Street

New Orleans, Louisiana 70130

(Name and Address of Agent(s))

(Address of Agent must be identical to registered office in La. unless Agent is a law partnership, or an individual Attorney)

and the principal business establishment in the State of Louisiana is:

Street 601 Poydras Street City New Orleans State LA 70130

The nature of business which the corporation proposes to transact in this State. If it does not propose, or is not permitted, to transact

in this State business of every nature which it is empowered to transact by its articles or certificate of incorporation.;

The names and addresses of the directors and officers of the corporation:

<u>J. J. Kappel</u>	<u>Three PPG Place</u> <u>Suite 300</u> <u>Pittsburgh, PA 15222</u>	<u>President/Treasurer/</u> <u>Director</u>
<u>H. J. McKnight</u>	<u>Three PPG Place</u> <u>Suite 300</u> <u>Pittsburgh, PA 15222</u>	<u>Vice President/General Counsel/</u> <u>Secretary/Director</u>
<u>J. J. Cronin, Jr.</u>	<u>Three PPG Place</u> <u>Suite 300</u> <u>Pittsburgh, PA 15222</u>	<u>Vice President/Controller/</u> <u>Assistant Treasurer</u>
<u>C. J. Ilnka, Jr.</u>	<u>Three PPG Place</u> <u>Suite 300</u> <u>Pittsburgh, PA 15222</u>	<u>Vice President-Tax /Assistant</u> <u>General Counsel/Assistant</u>
<u>N. F. Novotny</u>	<u>Three PPG Place</u> <u>Suite 300</u> <u>Pittsburgh, PA 15222</u>	<u>Secretary</u> <u>Assistant Controller</u>

Dated at Pittsburgh, PA

on the 22nd day of January, 19 91.

James H. Brown  
Secretary of State

H. J. McKnight  
Vice President

State of Pennsylvania

County of Allegheny

On this 22nd day of January, 19 91, personally appeared

before me H. James McKnight, who, being by me first duly sworn,

declared that he is the Vice President, of NMS, Inc.

that he executed the foregoing document as

Vice President

of the corporation, and that the statements therein  
contained are true.

NOTED

PA - 1000 - 3/17/90

(TWO FILE IN DUPLICATE)

My Commission Expires 12/31/94



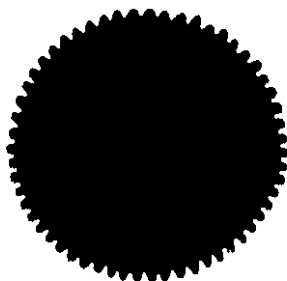
# State of DELAWARE

Office of SECRETARY OF STATE

*I, Michael Harkins, Secretary of State of the State of Delaware,*  
*do hereby certify* that "NATIONAL MARINE SERVICE INCORPORATED", filed a Certificate  
of Amendment, changing its corporate title to "NMS, INC.", on the twenty-third day of  
January, A.D. 1991, at 10 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation is duly incorporated  
under the laws of the State of Delaware and is in good standing and has a legal  
corporate existence so far as the records of this office show and is duly authorized  
to transact business.

In Testimony Whereof, *I have hereunto set my hand*  
*and official seal at Dover this* twenty-eighth *day*  
*of* March *in the year of our Lord*  
*one thousand nine hundred and* ninety-one.



*Michael Harkins*  
Michael Harkins, Secretary of State

NOTICE OF NEW ADDRESS OF REGISTERED  
AGENT FOR SERVICE OF PROCESS

TO: The Secretary of State for the State of Louisiana

Notice is hereby given pursuant to La. R.S. Title 12:104, Title 12:236 and Title 12:308, of the new address of C T Corporation System's Office in the State of Louisiana where process may be served for the corporations represented by C T Corporation System, as shown on the records of the Secretary of State; and under Title 9:3424 for foreign partnerships.

The Agent for Service of Process, C T Corporation System, was formerly located at 601 Poydras Street, New Orleans, Louisiana 70130.

The new address for the subject Agent for Service of Process, C T Corporation System is 8550 United Plaza Boulevard, Baton Rouge, Louisiana 70809.

Notice is also given pursuant to La. R.S. Title 12:104, Title 12:236 and Title 12:308, that the registered office of each corporation shown on the records of the Secretary of State; and under Title 9:3424 for foreign partnerships, to be represented by C T Corporation System and designating 601 Poydras Street, New Orleans, Louisiana 70130, is changed to 8550 United Plaza Boulevard, Baton Rouge, Louisiana 70809.

All such corporation and foreign partnerships may now be served at the new address of the Agent for Service of Process as set forth above, as of February 1, 1993.

I, Kenneth J. Uva, Vice-President of the aforesaid corporation, hereby declare the  
(Name) (Title)

contents of this Notice true to the best of my knowledge and belief, as of this 19th  
day of January, 1993.

CT CORPORATION SYSTEM

By: Kenneth J. Uva

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"NMS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "NMS LLC" UNDER THE NAME OF "NMS LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF JUNE, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



A handwritten signature in black ink, reading "Edward J. Freel".

*Edward J. Freel, Secretary of State*

0220918 8330

981403523

AUTHENTICATION:

DATE: 9372068

10-26-98

**W. Fox McKeithen**  
**Secretary of State**



**FOREIGN CORPORATION**

**ANNUAL REPORT**

**For Period Ending**  
**October 30, 1997**

Mailing Address Only

15601850 F

NMS, INC.  
1515 POYDRAS STREET, SUITE 1500  
NEW ORLEANS, LA 70112

\*INDICATE ANY CHANGES BELOW\*

\*INDICATE ANY CHANGES BELOW\*

Domicile Street Address in State Where Incorporated  
(Do Not Use P.O. Box)  
1209 ORANGE STREET  
WILMINGTON, DE 19801

Federal Tax ID Number

13-5193980

**Our records indicate the following registered agents for the corporation. Indicate any changes below. All agents must have a Louisiana address. New registered agents require a notated signature. Delete when necessary.**

Registered Agent(s) and Address(es) (Do Not Use P.O. Box)

C T CORPORATION SYSTEM  
8550 UNITED PLAZA BLVD./BATON ROUGE, LA 70809

I hereby accept the appointment of registered agent(s).

Sworn to and subscribed before me on

**Our records indicate the following officers or directors for the Corporation. Indicate any changes below. If additional space is needed, attach addendum. Indicate all offices held by each individual listed. Delete when necessary.**

Officers or Directors, Titles and Addresses (Do Not Use P.O. Box)

D. WAGSTAFF, III PRES/TREAS/DIR  
1515 POYDRAS ST., SUITE 1500/NEW ORLEANS, LA 70112

C. J. HENKE, JR. VICE PRES/SECT/DIR  
702 JONNET BUILDING/4099 WILLIAM PENN HIGHWAY/MONROEVILLE, PA 15146-2517

D. J. VERONA VICE PRES  
1515 POYDRAS ST., STE. 1500/NEW ORLEANS, LA 70112

*See attachment*

**TO BE COMPLETED ONLY BY FOREIGN CORPORATIONS**

Principal business office wherever located

1515 POYDRAS ST., SUITE 1500/NEW ORLEANS, LA 70112

Registered office in Louisiana (Must be the same as agent's address)

8550 UNITED PLAZA BLVD./BATON ROUGE, LA 70809

Principal business establishment in Louisiana (Do Not Use P.O. Box)

1515 POYDRAS ST., STE. 1500/NEW ORLEANS, LA 70130

**SIGN >**

Signature (Must be signed by an authorized individual)

*James M. Froelich*

Title

*Gen. Sec. & Dir.*

Phone (504)  
529-8682

Date

*9-9-97*

**SIGN >**

**TO BE COMPLETED ONLY BY DOMESTIC CORPORATIONS**

Signature(s) (One officer or two directors required)

Title

Phone

Date

Enclose filing fee of \$ 25.00

Make remittance payable to Secretary of State

Do Not Send Cash

Return by: October 30, 1997

to: Corporations Division

P.O. Box 94125

Baton Rouge, LA 70894-0125

Phone (504) 385-0704

CHECK  
IF NO  
CHANGE



**NMS, INC.**  
**Listing of Officers and Directors**  
**L.D. Number: 13-8193990**

**Exhibit A**

<b><u>Officer or Director</u></b>	<b><u>Address</u></b>	<b><u>Office(s) Held</u></b>
D. Wagstaff III	1515 Poydras Street, Suite 1500 New Orleans, LA 70112	President/Director
S. J. Radatovich	1515 Poydras Street, Suite 1500 New Orleans, LA 70112	Secretary/Controller
D. J. Verona	1515 Poydras Street, Suite 1500 New Orleans, LA 70112	Vice President/Director
J. W. Mulvihill	1515 Poydras Street, Suite 1500 New Orleans, LA 70112	Vice President/Assistant Secretary/Director/Treasurer
R. W. Pegher	1515 Poydras Street, Suite 1500 New Orleans, LA 70112	Vice President/Director
R. J. O'Neil	1515 Poydras Street, Suite 1500 New Orleans, LA 70112	Vice President
J. M. Fiorenza	1515 Poydras Street, Suite 1500 New Orleans, LA 70112	Assistant Secretary



Department of State: Division of Corporations

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Entity Details

<a href="#">File Number:</a>	2908798	<a href="#">Incorporation Date / Formation Date:</a>	06/15/1998 (mm/dd/yyyy)
<a href="#">Entity Name:</a>	NMS LLC		
<a href="#">Entity Kind:</a>	LIMITED LIABILITY COMPANY (LLC)	<a href="#">Entity Type:</a>	GENERAL
<a href="#">Residency:</a>	DOMESTIC	State:	DE
<a href="#">Status:</a>	CANCELLED	Status Date:	11/20/2003

TAX INFORMATION

<a href="#">Last Annual Report Filed:</a>	NO REPORTS ON FILE	Tax Due:	\$ 0.00
<a href="#">Annual Tax Assessment:</a>	\$ 0.00	<a href="#">Total Authorized Shares:</a>	0

REGISTERED AGENT INFORMATION

Name:	CORPORATION SERVICE COMPANY		
Address:	2711 CENTERVILLE RD SUITE 400		
City:	WILMINGTON	County:	NEW CASTLE
State:	DE	Postal Code:	19808
Phone:	(302)636-5401		

FILING HISTORY (Last 5 Filings)

<a href="#">Seq</a>	<a href="#">Document Code</a>	<a href="#">Description</a>	<a href="#">No. of pages</a>	<a href="#">Filing Date</a> (mm/dd/yyyy)	<a href="#">Filing Time</a>	<a href="#">Effective Date</a> (mm/dd/yyyy)
1	17203	Cancellation	1	11/20/2003	11:30	11/20/2003

2	0312J	Revival for Cancel/Void	1	01/17/2003	09:00	01/17/2003
3	0250S	Merger; Survivor	2	06/26/1998	09:00	06/26/1998
4	0102Y	Register L.L.C.	1	06/15/1998	09:00	06/15/1998

To contact a Delaware Online Agent [click here](#).